

ABU GHAZALEH AMIR  
Form 4/A  
June 07, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ABU GHAZALEH AMIR

2. Issuer Name and Ticker or Trading Symbol  
FRESH DEL MONTE PRODUCE INC [FDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/09/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O FRESH DEL MONTE PRODUCE INC., P.O. BOX 149222

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/11/2011

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CORAL GABLES, FL 33114

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	05/09/2011		S		3,700 (1)	D		\$ 26.9665 (2)	3,776,250 (4)	D	
Ordinary Shares	05/10/2011		M		6,250 (5)	A		\$ 19.83	3,782,500 (4)	D	
Ordinary Shares	05/10/2011		S		6,894 (6)	D		\$ 26.9668 (3)	3,775,606 (7)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Options (Right to Buy)	\$ 19.83	05/10/2011		M	6,250 (9)	(8) 02/25/2019	Ordinary Shares	6,250

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

ABU GHAZALEH AMIR  
C/O FRESH DEL MONTE PRODUCE INC.  
P.O. BOX 149222  
CORAL GABLES, FL 33114

X

## Signatures

/s/ Jeffrey Bailey, Attorney-in-fact for Amir  
Abu-Ghazaleh

06/07/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Ordinary shares represent the vested restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan.

This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$26.95 to \$26.98. Mr.

(2) Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte Produce Inc., complete information regarding the number of shares sold at each price within the range.

## Edgar Filing: ABU GHAZALEH AMIR - Form 4/A

This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$26.94 to \$27.00. Mr.

- (3) Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte Produce Inc., complete information regarding the number of shares sold at each price within the range.

- (4) Includes 4,987 restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan, 644 of these restricted shares fully vested on the grant date and were sold on 5/10/2011, and the remaining 4,343 restricted shares will vest upon the six-month anniversary of the date on which the recipient ceases to serve as a member of the Board of Directors.

- (5) The acquisition of these ordinary shares upon the exercise of the employee options reported in Table II of this Form 4 was inadvertently omitted from the Form 4 filed by the reporting person on May 11, 2011, causing the amount of securities beneficially owned following the reported transactions to be under-reported by 6,250 ordinary shares in the Form 4 filed by the reporting person on May 11, 2011 and in five Form 4s subsequently filed by the reporting person.

- (6) Includes 6,250 ordinary shares acquired upon the exercise of the employee options reported in Table II of this Form 4 and 644 ordinary shares that are vested restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan.

- (7) Includes 4,343 restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan, all of which will vest upon the six-month anniversary of the date on which the recipient ceases to serve as a member of the Board of Directors.

- (8) The option is currently exercisable with respect to all underlying shares.

- (9) The exercise of these employee options was inadvertently omitted from the Form 4 filed by the reporting person on May 11, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.